

1 THE HONORABLE RICARDO S. MARTINEZ
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9 UNITED STATES DISTRICT COURT
10 WESTERN DISTRICT OF WASHINGTON

11 IN RE JUNO THERAPEUTICS, INC.
12 DERIVATIVE LITIGATION

Lead Case No.: 17-cv-1356 RSM
(Derivative Action)

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14 This Document Relates To:
15
16 ALL ACTIONS.

**STIPULATED MOTION AND
ORDER VOLUNTARILY
DISMISSING ACTION WITHOUT
PREJUDICE**

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28 STIPULATED MOTION AND ORDER VOLUNTARILY
DISMISSING ACTION WITHOUT PREJUDICE
LEAD CASE No.: 17-cv-1356 RSM

WILSON SONSINI GOODRICH & ROSATI, P.C.
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1 Pursuant to Rules 23.1(c) and 41(a) of the Federal Rules of Civil Procedure, Plaintiffs
2 David E. Mays and Paul Szollosi (collectively, “Plaintiffs”), Defendants Hans E. Bishop, Richard
3 D. Klausner, Robert T. Nelsen, Howard H. Pien, Hal V. Barron, Thomas O. Daniel, Anthony B.
4 Evnin, Mary Agnes Wilderotter, Marc Tessier-Lavigne, Steven D. Harr, and Mark J. Gilbert, and
5 Nominal Defendant Juno Therapeutics, Inc. (“Juno”) (collectively, “Defendants”), by and through
6 their respective counsel, respectfully request that the Court enter an Order granting Plaintiffs’
7 request to voluntarily dismiss the above-captioned action without prejudice. The parties state as
8 follows:

9 WHEREAS, on September 8, 2017, Plaintiff David E. Mays filed a putative shareholder
10 derivative action purportedly on behalf of Juno, and on November 6, 2017, Plaintiff Paul Szollosi
11 filed a similar putative shareholder derivative action purportedly on behalf of Juno;

12 WHEREAS, on December 5, 2017, the Court consolidated the two actions and ordered a
13 briefing schedule for Defendants’ Motion to Transfer (“Motion”), with Defendants’ Motion to be
14 filed no more than 14 days after the order, Plaintiffs’ opposition to be filed no more than 45 days
15 later, and Defendants’ reply to be filed no more than 30 days after Plaintiffs’ opposition is filed
16 (Dkt. 27);

17 WHEREAS, pursuant to the December 5, 2017 consolidation order, Defendants filed their
18 Motion on December 19, 2017 (Dkt. 28);

19 WHEREAS, on January 22, 2018, Juno and Celgene Corporation (“Celgene”) announced
20 the signing of a definitive merger agreement in which Celgene has agreed to acquire Juno for \$87
21 per share in cash (the “Acquisition”) pursuant to a tender offer for all outstanding shares of Juno
22 (“Tender Offer”);

23 WHEREAS, the parties agreed that, if the Tender Offer was completed and the Acquisition
24 closed, Plaintiffs would no longer have standing to pursue these putative derivative actions, and
25 thus the parties stipulated, and the Court ordered on January 31, 2018, that briefing on the Motion
26 and all other pretrial proceedings herein would be suspended pending the outcome of the Tender
27 Offer and Acquisition;

1 WHEREAS, the Tender Offer has closed and Celgene subsequently completed the
2 Acquisition of Juno on March 6, 2018;

3 WHEREAS, Plaintiffs now seek to voluntarily dismiss these derivative actions without
4 prejudice, with each party to bear their own costs and fees; and

5 WHEREAS, the parties respectfully submit that notice is unnecessary to protect the
6 interests of Juno and its shareholders for the following reasons: (i) Plaintiffs seek dismissal
7 without prejudice, (ii) there has been no settlement or compromise, (iii) there has been no
8 collusion among the parties, and (iv) neither Plaintiffs nor their counsel have received or will
9 receive any consideration from Defendants for the dismissal.

10 NOW, THEREFORE, the undersigned parties, by and through their counsel of record,
11 hereby agree and stipulate to the following:

12 1. The derivative actions are dismissed without prejudice;

13 2. For the reasons stated above, notice of said dismissal is not required; and

14 3. Each party shall bear their own costs and fees.

15 ||| Respectfully submitted,

16 || Dated: March 20, 2018

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Counsel for Defendants

22 | Dated: March 20, 2018

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29 *Counsel for Plaintiff Paul Szollosi*

30 * * *

31 **IT IS SO ORDERED.**

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33 Dated: March 21, 2018

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35 RICARDO S. MARTINEZ
36 CHIEF UNITED STATES DISTRICT JUDGE

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38 STIPULATED MOTION AND ORDER VOLUNTARILY
39 DISMISSING ACTION WITHOUT PREJUDICE
40 LEAD CASE No.: 17-cv-1356 RSM

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